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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM CB  
TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

Securities Act Rule 801 (Rights Offering) [ ]

Securities Act Rule 802 (Exchange Offer) [X]

Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer) [ ]

Exchange Act Rule 14d-1(c) (Third Party Tender Offer) [ ]

Exchange Act Rule 14e-2(d) (Subject Company Response) [ ]

Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8) [X]

**SAMMY KABUSHIKI KAISHA & KABUSHIKI KAISHA SEGA**  
(Names of Subject Companies)

**SAMMY CORPORATION & SEGA CORPORATION**  
(Translation of Subject Companies' Names into English (if applicable))

**JAPAN**  
(Jurisdiction of Subject Companies' Incorporation or Organization)

**SEGA CORPORATION**  
(Names of Persons Furnishing Form)

**N/A**  
(CUSIP Number of Class of Securities (if applicable))

**Investor Relations Department**  
**SEGA CORPORATION**  
**2-12, Haneda 1-chome, Ohta-ku**  
**Tokyo 144-8531 Japan**  
**Telephone 81-3-5736-7111**

(Names, Addresses (including zip code) and Telephone Numbers (including area code) of Persons Authorized to Receive Notices and Communications on Behalf of Subject Companies)

**N/A**  
(Date Tender Offer/Rights Offering Commenced)

**PROCESSED**

**JUL 09 2004**

**J THOMSON  
FINANCIAL**

**PART I**  
**INFORMATION SENT TO SECURITY HOLDERS**

Attached as Attachment I is an English translation of the Notice Regarding the Meeting of Bondholders posted on SEGA CORPORATION's website at [http://www.sega.co.jp/IR/en/cr/corporate\\_release.html](http://www.sega.co.jp/IR/en/cr/corporate_release.html) on or after July 7, 2004 (Tokyo). Attached as Attachment II is an English translation of the Notice Regarding the Establishment of the SEGA SAMMY Business Combination Planning Office posted on SEGA CORPORATION's website at [http://www.sega.co.jp/IR/en/cr/corporate\\_release.html](http://www.sega.co.jp/IR/en/cr/corporate_release.html) on or after July 7, 2004 (Tokyo).

**PART II**  
**INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS**

SEGA CORPORATION has also submitted notices in Japanese to the Tokyo Stock Exchange on July 7, 2004 (Tokyo) in the same forms as the notices referenced above in Part I, English translations of which are attached as Attachment I and Attachment II.

**PART III**  
**CONSENT TO SERVICE OF PROCESS**

Form F-X jointly appointing an agent for service of process in connection with the subject transaction was filed by Sammy Corporation and SEGA CORPORATION concurrently with Form CB filed jointly with the Commission on May 19, 2004.

**PART IV  
SIGNATURES**

After due inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

SEGA CORPORATION



(Signature)

Hisao Oguchi  
President and Representative Director

(Name and Title)

July 8, 2004

(Date)

The information herein relates to a business combination (the "Transaction") to be effected under Japanese law whereby SAMMY CORPORATION and SEGA CORPORATION (together, the "Companies") will become wholly-owned subsidiaries of a newly formed Japanese corporation (the "Holding Company"). The Transaction and information to be distributed in connection with the Transaction are subject to Japanese disclosure requirements that are different from those of the United States. Financial statements and financial information, if any, included herein have been prepared in accordance with Japanese accounting standards that may not be comparable to financial statements or financial information of United States companies.

It may be difficult for you to enforce your rights and any claim you may have arising under the U.S. federal securities laws in respect of the Transaction, since the Companies and the Holding Company will be located in Japan, and some or all of their respective officers and directors may be residents of Japan. You may not be able to sue the Companies, the Holding Company or their respective officers or directors in a Japanese court for violations of the U.S. securities laws. It may be difficult to compel the Companies, the Holding Company or any of their respective affiliates to subject themselves to a U.S. court's judgment.

You should be aware that the Companies or the Holding Company may purchase securities otherwise than pursuant to the Transaction, such as in open market or privately negotiated purchases.

July 7, 2004

To Whom It May Concern:

|                            |                                                        |
|----------------------------|--------------------------------------------------------|
| Name of Company:           | SEGA CORPORATION                                       |
| Place of Principal Office: | 2-12, Haneda 1-chome, Ohta-ku, Tokyo                   |
| Name of Representative:    | Hisao Oguchi<br>President and Representative Director  |
| Code Number:               | No. 7964, Tokyo Stock Exchange 1 <sup>st</sup> Section |
| Name of Contact Person:    | Akira Sugano<br>Director<br>Corporate Division         |
| Telephone Number:          | 03-5736-7111                                           |

### **Notice Regarding the Meeting of Bondholders**

SEGA CORPORATION ("SEGA") hereby announces that it has resolved at the meeting of its board of directors held on July 7, 2004, to hold a bondholders' meeting for the purpose of adding a new early redemption clause with respect to the SEGA CORPORATION series #5 unsecured convertible bonds (the "Bonds").

#### **Bondholders' meeting**

Date and time: 10:00 a.m. on August 6, 2004  
Place: Main conference room on the 2nd floor of head office of SEGA CORPORATION, Tokyo

#### **Agenda:**

1. Addition of an early redemption clause with respect to the Bonds
2. Change in the early redemption price to JPY117 per principal amount of JPY100

#### **Reason for adding the early redemption clause with respect to the Bonds**

SEGA has determined to add an early redemption clause with respect to the outstanding Bonds since the conversion thereof into common stocks of SEGA which would have less liquidity upon the business combination by way of establishing the 100% holding company through a share-for-share exchange, as resolved at the ordinary general meeting of shareholders held on June 29, 2004, would significantly damage the interests of the holders of the Bonds.

SEGA is of the view that the addition of the early redemption clause with respect to the Bonds following the approval of the holders of the Bonds at the bondholders' meeting would be the best resolution.

New term to be added

Early redemption

SEGA may, at anytime after the approval by a competent court of the resolution of the bondholders' meeting adopting the early redemption clause, redeem all or a part of the Bonds. In the event of such early redemption, the redemption price shall be JPY117 per principal amount of JPY100.

If the Bonds are redeemed by SEGA in accordance with the preceding paragraph, SEGA shall issue a public notice describing the relevant matters no later than three (3) weeks prior to the relevant early redemption date.

Name of the bonds to be redeemed

SEGA CORPORATION series #5 unsecured convertible bonds

Early redemption price

The early redemption price shall be JPY117 per principal amount of JPY100 of the Bonds.

The information herein relates to a business combination (the "Transaction") to be effected under Japanese law whereby SAMMY CORPORATION and SEGA CORPORATION (together, the "Companies") will become wholly-owned subsidiaries of a newly formed Japanese corporation (the "Holding Company"). The Transaction and information to be distributed in connection with the Transaction are subject to Japanese disclosure requirements that are different from those of the United States. Financial statements and financial information, if any, included herein have been prepared in accordance with Japanese accounting standards that may not be comparable to financial statements or financial information of United States companies.

It may be difficult for you to enforce your rights and any claim you may have arising under the U.S. federal securities laws in respect of the Transaction, since the Companies and the Holding Company will be located in Japan, and some or all of their respective officers and directors may be residents of Japan. You may not be able to sue the Companies, the Holding Company or their respective officers or directors in a Japanese court for violations of the U.S. securities laws. It may be difficult to compel the Companies, the Holding Company or any of their respective affiliates to subject themselves to a U.S. court's judgment.

You should be aware that the Companies or the Holding Company may purchase securities otherwise than pursuant to the Transaction, such as in open market or privately negotiated purchases.

July 7, 2004

To Whom It May Concern:

|                            |                                                        |
|----------------------------|--------------------------------------------------------|
| Name of Company:           | SEGA CORPORATION                                       |
| Place of Principal Office: | 2-12, Haneda 1-chome, Ohta-ku, Tokyo                   |
| Name of Representative:    | Hisao Oguchi<br>President and Representative Director  |
| Code Number:               | No. 7964, Tokyo Stock Exchange 1 <sup>st</sup> Section |
| Name of Contact Person:    | Akira Sugano<br>Director<br>Corporate Division         |
| Telephone Number:          | 03-5736-7111                                           |

**Notice Regarding the Establishment of  
SEGA SAMMY Business Combination Planning Office**

Notice is hereby given that in accordance with the resolution adopted at a meeting of the board of directors of SEGA CORPORATION held on July 7, 2004, the SEGA SAMMY Business Combination Planning Office will be established as of July 7, 2004 in preparation for the establishment of the 100% holding company through a share-for-share exchange with SAMMY CORPORATION.

【Division Newly Established】

Division Name: SEGA SAMMY Business Combination Planning Office

Responsible Person: General Manager, Akira Sugano  
(Director, Corporate Division)

【Organizational Chart】

